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SURFACE TRANSPORTATION BOARD



ATEL
Leasing Corporation*

March 8, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Document for Recordation:
1. Memorandum of Second Lease Renewal

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Second Lease Renewal with respect to 197 Railcars, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which this document is submitted in connection with is recorded under Recordation Number 26538.

The names and addresses to the Memorandum of Second Lease Renewal with respect to 197 Railcars executed as of February 7, 2011, are:

Lessor: ATEL Leasing Corporation, as Trustee
600 California Street, 6th Floor
San Francisco, CA 94108

Lessee: Bartlett Grain Company, L.P.
4900 Main Street, Suite 1200
Kansas City, MO 64112

A description of the railroad equipment covered by the Memorandum of Second Lease Renewal with respect to 197 Railcars is:

One Hundred Ninety-Seven (197) Used 4750 Cubic Foot Trough Hatch Covered Hopper Cars bearing road numbers AEQX 810051 through AEQX 810250 inclusive (excluding AEQX 810187 and AEQX 810192).

A short summary of the document to appear in the index as follows:

Memorandum of Second Lease Renewal with respect to 197 Railcars

The fee of \$41.00 can be charged to our account.

Should you have any questions, please do not hesitate to contact me at 415.616.3427 or at rwarner@atel.com. Thank you for your assistance.

Sincerely,

Renette F. Warner
Senior Contract Administrator

/rfw

Attachment

W:\LEASE TRANSACTIONS\BART1 (Bartlett Grain Company, L.P.)\Section III CORRESPONDENCE\16 Correspondence\Transmittal Ltr Surface Transportation Board.030811.doc

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECOND LEASE RENEWAL

This MEMORANDUM OF SECOND LEASE RENEWAL is made and entered into as of this 7th day of February, 2011, by and between ATEL LEASING CORPORATION, AS TRUSTEE for the benefit of ATEL Capital Equipment Fund VIII, LLC, as Owner ("ATEL"), located at 600 California Street, 6th Floor, San Francisco, CA 94108 and BARTLETT GRAIN COMPANY, L.P. ("BGC"), a Missouri limited partnership located at 4900 Main Street, Suite 1200, Kansas City, MO 64112.

WITNESSETH

Pursuant to a Master Lease Agreement (Full Service) (the "Lease Agreement") dated as of March 14, 2005 and Lease Schedule No. 2 thereto dated as of May 24, 2005, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the ("Lease"), ATEL had agreed to lease to BGC and BGC had agreed to lease from ATEL one hundred ninety-nine (199) used 4750 cubic foot, trough hatch covered hopper cars bearing car mark numbers AEQX 810051 through AEQX 810250 inclusive (excluding AEQX 810223) (the "Cars").

A Memorandum of Lease with respect to Lease Schedule No. 2 was duly filed and recorded with the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C. Section 11301 and 49 CFR 1177, on September 7, 2006, at 11:23 a.m. under Recordation Number 26538.

A Memorandum of Lease Renewal with respect to Lease Schedule No. 2 was duly filed and recorded with the Board pursuant to the provisions of 49 U.S.C. Section 11301 and 49 CFR 1177, on November 16, 2010, at 2:04 p.m. under Recordation Number 26538-C.

Pursuant to a Second Amendment to Lease Schedule No. 2, dated as of February 7, 2011, (the "Second Renewal Agreement"), ATEL has agreed to continue to lease to BGC and BGC has agreed to continue to lease from ATEL the Cars (excluding AEQX 810187 and AEQX 810192) for a term of twelve (12) months commencing on March 1, 2011, and continuing through and including February 29, 2012.

This Memorandum of Second Lease Renewal has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and BGC have executed this instrument as of the date first above written.

ATEL LEASING CORPORATION,
AS TRUSTEE

By: Vasco H. Morales

Print Name: Vasco H. Morales
Executive Vice President

Title: _____

BARTLETT GRAIN COMPANY, L.P.

By: William Fellows

Print Name: William Fellows

Title: President

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: RFL

State of Missouri

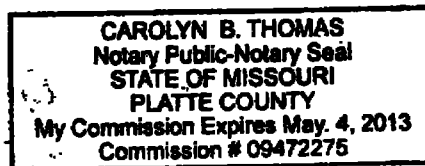
County of Jackson

On February 23, 2011, before me, Carolyn B. Thomas, Notary Public, personally appeared William J. Thomas who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Carolyn B. Thomas

(Seal)



State of California

County of San Francisco

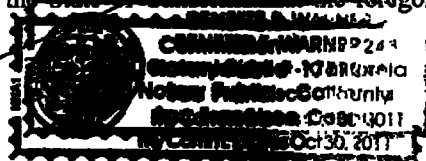
On March 8, 2011, before me, Renee F. Warner, Notary Public, personally appeared Vince K. Morris, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal.

Signature Renee F. Warner

(Seal)



State of _____

County of _____

On _____, 2011, before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

(Seal)

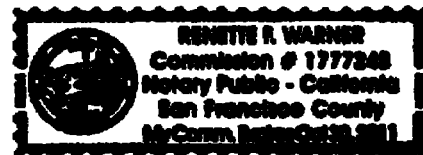
State of California

County of San Francisco

On March 8, 2011, before me, Renette F. Warner, Notary Public, personally appeared Vasco H. Morais, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal.



Signature Renette F. Warner

(Seal)